

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

ROBERT GLICK, Individually and On Behalf of All
Others Similarly Situated,

Plaintiff,

v.

ARQIT QUANTUM INC. F/K/A CENTRICUS
ACQUISITION CORP., DAVID WILLIAMS, NICK
POINTON, CARLO CALABRIA, STEPHEN
CHANDLER, MANFREDI LEFEBVRE D'OVIDIO,
VERALINN JAMIESON, GARTH RITCHIE, AND
STEPHEN WILSON,

Defendants.

No. 22-cv-02604-PKC-MMH

CHRIS WEEKS, Individually and On Behalf of All Others
Similarly Situated,

Plaintiff,

v.

ARQIT QUANTUM INC. F/K/A CENTRICUS
ACQUISITION CORP., DAVID WILLIAMS, NICK
POINTON, CARLO CALABRIA, STEPHEN
CHANDLER, MANFREDI LEFEBVRE D'OVIDIO,
VERALINN JAMIESON, GARTH RITCHIE, AND
STEPHEN WILSON,

Defendants.

No. 23-cv-02806-PKC-RER

**STIPULATION AND
[PROPOSED] ORDER**

WHEREAS, on May 6, 2022, Plaintiff Robert Glick filed the above-captioned *Glick* action asserting claims under the Securities Exchange Act of 1934 and U.S. Securities and Exchange Commission ("SEC") Rule 10b-5 promulgated thereunder on behalf of a putative class of "(i) all persons or entities who purchased or otherwise acquired [Arqit Quantum Inc. ('Arqit' or the 'Company') f/k/a Centricus Acquisition Corp. ('Centricus')] securities between September 7, 2021 and April 18, 2022, inclusive (the 'Class Period'); and/or (ii) all holders of Centricus securities as

of the record date for the special meeting of shareholders held on August 31, 2021 to consider approval of the merger between Arqit and Centricus (the ‘Merger’) and entitled to vote on the Merger (the ‘Class’).” *Glick* ECF No. 1, ¶1;

WHEREAS on March 31, 2023, Magistrate Judge Henry issued an Order pursuant to the Private Securities Litigation Reform Act of 1995, 15 U.S.C. §78u-4 *et seq.* (“PSLRA”), appointing Chris Weeks as lead plaintiff on behalf of the Class and appointing Weeks’ choice of Counsel, Wolf Popper LLP, as lead counsel for the Class. *Glick* ECF No. 24;

WHEREAS on April 12, 2023, lead plaintiff movants Erwin Jay Lack and Patrick L. Hagemester (the “LH Group”) filed objections to Judge Henry’s Order pursuant to Rule 72(a) and 28 U.S.C. §636(b)(1). *Glick* ECF No. 25 (“Objections”);

WHEREAS, on April 14, 2023, lead plaintiff Weeks filed the above-captioned *Weeks* action asserting claims under the Securities Act of 1933 against the same defendants in the *Glick* action on behalf of those members of the Class that “purchased or otherwise acquired Arqit securities pursuant or traceable to the F-4 Registration Statement and Prospectus for the September 1, 2021 offering of Arqit securities (the ‘Registration Statement’) in connection with the merger between Arqit and Centricus.” *Weeks* ECF No. 1, ¶1. Lead plaintiff Weeks “fil[ed] this action as Lead Plaintiff in *Glick* and as a related action to *Glick*, and to toll the statute of limitations for claims under the Securities Act in anticipation of filing a motion to consolidate this action with *Glick* and a consolidated or amended complaint in the consolidated action.” *Id.* ¶6;

WHEREAS, counsel for the undersigned parties agree that *Weeks* and *Glick* involve common questions of law or fact and should be consolidated pursuant to Rule 42(a). For example, both actions allege the same group of defendants made materially false and misleading statements

in, or omitted material information from, the Registration Statement issued in connection with the Merger. *Compare Glick* ECF No. 1, ¶¶24-29 with *Weeks* ECF No. 1, ¶¶45-48;

WHEREAS, on April 26, 2023, lead plaintiff Weeks filed his opposition to the Objections. *Glick* ECF No. 26. The Objections are currently *sub judice*;

WHEREAS, lead plaintiff Weeks purports to have served defendant Arqit Quantum Inc. f/k/a Centricus Acquisition Corp. (“Arqit”) with process of the Summons and Complaints in both *Glick* and *Weeks* on April 26, 2023. *See Glick* ECF No. 28; *Weeks* ECF No. 8;

WHEREAS, Arqit’s deadline to respond to the Complaints in both actions would be May 17, 2023. *See Glick* ECF No. 28; *Weeks* ECF No. 8;

WHEREAS, the remaining defendants—namely, David Williams, Nick Pointon, Carlo Calabria, Stephen Chandler, Manfredi Lefebvre D’Ovidio, Veralinn Jamieson, Garth Ritchie, and Stephen Wilson—have not been served in either action;

WHEREAS, lead plaintiff Weeks intends to file a consolidated amended complaint in this action after the court resolves the Objections regarding the lead plaintiff order;

WHEREAS, the parties wish to provide time for Defendants to respond to the *Glick* and *Weeks* Complaints or any consolidated or amended complaint that may be filed by the appointed lead plaintiff;

WHEREAS, the undersigned parties agree that, for reasons of judicial efficiency and economy, conservation of time and resources, and orderly management of this action, no defendant should respond to either of the *Glick* or *Weeks* Complaints or any further complaints that may be filed arising out of the same set of facts and circumstances as set forth in the existing Complaints until after: (i) the Court has issued a decision concerning the Objections and resolving the appointment of a lead plaintiff; (ii) the Court has had the opportunity to determine any motions or

requests to consolidate *Glick* and *Weeks*; and (iii) the lead plaintiff(s) has filed a consolidated or amended complaint or designated the existing Complaint(s) the operative complaint(s);

WHEREAS, Arqit agrees to waive service effective as of April 26, 2023; and

WHEREAS, Defendants Williams, Pointon, Ritchie, and Wilson are prepared to waive service of process, provided that the Court enters this stipulation staying the time for all Defendants to respond to any complaints until after resolution of the Objections and the filing or designation of the operative complaint(s), as described below.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between the attorneys for the undersigned parties to this action, as follows:

1. Arqit waives service effective as of April 26, 2023.
2. Defendants Williams, Pointon, Ritchie, and Wilson agree to waive service effective as of the date of the Court's entry of this stipulation, provided that the time for all Defendants to respond to any complaints is stayed until after resolution of the Objections and the filing or designation of the operative complaint(s) by the lead plaintiff(s), as set forth below.
3. The parties agree to consolidate *Weeks* and *Glick* pursuant to Rule 42(a) under the title *In re Arqit Quantum Inc. Securities Litigation*.
4. Within fourteen (14) days entry of an order resolving the Objections and appointing a lead plaintiff(s) and lead counsel, counsel for lead plaintiff(s) and counsel for all Defendants who have been served or otherwise appeared in the action shall meet and confer and submit to the Court a schedule for filing a consolidated or amended complaint, if any, and a reasonable extension of time for Defendants to respond to the Complaints in *Glick* and *Weeks* or any consolidated or amended complaint by answer, or pre-motion submission as required by Rule 3(A) of the Court's Individual Practices and Rules, or otherwise.

5. Except as to the defenses of insufficient process and insufficient service of process as described above, by entering into this Stipulation, Defendants do not waive, and hereby expressly preserve, all privileges, immunities, and defenses in this litigation, including but not limited to defenses relating to venue or jurisdiction.

Dated: New York, NY
May 15, 2023

WOLF POPPER LLP

By: s/ Joshua W. Ruthizer (signed with
express permission by JW)
Robert C. Finkel
Joshua W. Ruthizer
845 Third Avenue, 12th Floor
New York, NY 10022
Telephone: (212) 759-4600
rfinkel@wolfpopper.com
jruthizer@wolfpopper.com

Attorneys for Lead Plaintiff Chris Weeks

WHITE & CASE LLP

By: s/ Joshua Weedman
Joshua Weedman
1221 Avenue of the Americas
New York, NY 10020
Telephone: (212) 819-8963
Facsimile: (212) 354-8113
jweedman@whitecase.com

*Attorneys for Defendants Arqit Quantum Inc.
f/k/a Centricus Acquisition Corp., David
Williams, Nick Pointon, Garth Ritchie, and
Stephen Wilson*

SO ORDERED

New York, NY

Date: _____

The Honorable Pamela K. Chen
United States District Judge